

Law Offices

VUONO & GRAY, LLC

John A. Vuono
William A. Gray
Mark T. Vuono*
Dennis J. Kusturiss
Christine M. Dolfi
Louise R. Schrage
Susan C. Indrisano+
*Also Admitted in Florida
+Also Admitted in Maryland

2310 Grant Building

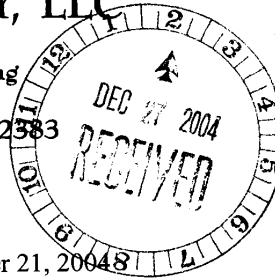
Pittsburgh, PA 15219-2383

ENTERED
Office of Proceedings

DEC 22 2004

Part of
Public Record

December 21, 2004



Richard R. Wilson
of Counsel

Telephone
412-471-1800

Facsimile
412-471-4477

In Re: Central Columbiana and Pennsylvania Railway, Inc.; Case No. 4:04-BK-16887
and

STB Docket No. AB-556 (Sub No. 2X), Railroad Ventures, Inc. – Abandonment
Exemption – Between Youngstown, OH, and Darlington, PA in Mahoning and
Columbiana Counties, OH and Beaver County, PA

Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

U.S. Bankruptcy Court - Office of the Clerk
Eastern District of Arkansas
300 West 2nd Street
P.O. Drawer 3777
Little Rock, AR 72203

Dear Gentlemen:

Enclosed for filing please find the Reply of Railroad Ventures, Inc. to the
Emergency Motion for Approval of Interim Operating Agreement filed in connection
with In Re: Central Columbiana & Pennsylvania Railway, Inc.- Debtor. Copies of this
Reply have been served on all parties of record.

Since this Reply seeks no substantive relief from the Bankruptcy Court, but
merely gives notice of Railroad Ventures' reservation of rights before the Surface
Transportation Board, the undersigned counsel respectfully requests that the Bankruptcy
Court waive its requirement for pro hac vice admission for purposes of this pleading.

Very truly yours,

VUONO & GRAY, LLC

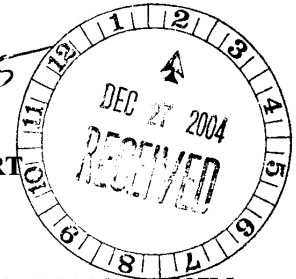

Richard R. Wilson, Esq.
Attorney for Railroad Ventures, Inc.

RRW/bab
Enclosure

xc: Keith O'Brien, Esq.
Richard R. Streeter, Esq.
James E. Smith, Esq.
Railroad Ventures, Inc.
Kevin Dowd, Esq.

212855

IN THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF ARKANSAS
LITTLE ROCK DIVISION



IN RE: CENTRAL COLUMBIANA &
PENNSYLVANIA RAILWAY, INC., DEBTOR

CASE NO. 4:04-bk-163887M
Chapter 11

ENTERED
Office of Proceedings

DEC 27 2004

Part of
Public Record

REPLY OF RAILROAD VENTURES, INC. TO THE
EMERGENCY MOTION FOR APPROVAL OF
INTERIM OPERATING AGREEMENT

COMES now Railroad Ventures, Inc. by and through its attorney Richard R. Wilson, P.C. and files this Reply to the Emergency Motion for Approval of Interim Operating Agreement and in support thereof states as follows:

1. On December 3, 2004, the Debtor filed an Emergency Motion for Approval of Interim Operating Agreement (Exhibit A) seeking permission from the Court to transfer on an emergency basis, the rail operations of the Debtor to the Ohio & Pennsylvania Railroad Company, with the intent to sell the rail property operated by the Debtor to Ohio & Pennsylvania Railroad Company.
2. On October 28, 2004 and November 4, 2004 counsel for Railroad Ventures, Inc. notified all parties and their counsel of the interest of Railroad Ventures in the subject rail line under the provisions of 49 U.S.C. §10904(f)(4)(A) (Exhibits B,C, &D). Furthermore, Railroad Ventures, Inc. is a creditor in this bankruptcy proceeding.
3. Despite these prior communications, the Certificate of Service on the Emergency Motion indicates that it was served by the Trustee only on counsel for the Debtor, Columbiana County Port Authority and counsel for Ohio & Pennsylvania Railroad Company and no other parties.

4. Railroad Ventures, Inc. objects strongly to failure of the Trustee to provide due process notice of this Emergency Motion, particularly given the potential impact of the proposed Interim Operating Agreement on the rights and interests of Railroad Ventures, Inc.

5. Notwithstanding this objection and without waiver of any of its rights, claims or interests, Railroad Ventures, Inc. will not oppose the Emergency Motion but fully reserves and will assert all of its rights, claims, and interests regarding the statutory prohibition against transfer of the subject rail line before the Surface Transportation Board in connection with the regulatory approvals required under Section 3 of the Interim Track Lease and Operating Agreement appended to the Emergency Motion.

6. Railroad Ventures, Inc. hereby notifies all parties that undersigned counsel expects to be served with all pleadings, Notices of Exemptions and/or applications in connection with the aforesaid regulatory approval process before the Surface Transportation Board.

Respectfully submitted,

VUONO & GRAY, LLC

By:



Richard R. Wilson, Esq.
Attorney for Railroad Ventures, Inc.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF ARKANSAS
LITTLE ROCK DIVISION**


**IN RE: CENTRAL COLUMBIANA &
PENNSYLVANIA RAILWAY, INC., DEBTOR**

**CASE NO. 4:04-bk-16887M
Chapter 11**

**EMERGENCY MOTION FOR APPROVAL
OF INTERIM OPERATING AGREEMENT**

COMES now the Trustee herein, RICHARD L. COX, by and through his attorney, RICHARD L. COX, P.A., and for his emergency motion for approval of interim operating agreement, states:

1. On June 14, 2004, the Debtor filed a voluntary petition for relief under chapter 11 of Title 11 of United States Code.
2. On July 15, 2004, a notice was entered in this case appointing RICHARD L. COX as chapter 11 Trustee for the debtor.
3. The Debtor operates a short-line railroad in the states of Ohio and Pennsylvania.
4. After the filing of the chapter 11, numerous derailments have occurred on the railroad, some at minor expense and some at major expense to the chapter 11 estate.
5. On November 29, 2004, a major derailment occurred on the Ohio portion of the debtor's operation requiring the estate to incur emergency repair expenses greater than the amount of the funds then presently on hand in the chapter 11 estate.
6. The Trustee was able to engage repair services only based upon representations that the funds for said repairs would be advanced by the Ohio Rail Development Commission which emergency authorization the Trustee had secured with the cooperation of the Lessor of the track, the


— EXHIBIT A

Columbiana County Port Authority.

7. Emergency repairs are currently under way during which the main line for the railroad is inoperable.

8. If the debtor continues to operate the line after completion of the present derailment repairs, there is a high likelihood that the estate will incur additional expenses from derailments in excess of the operating income of the chapter 11 estate.

9. The principal customers of the Debtor have threatened to seek removal of the Debtor as operator of the railroad line by the Federal Surface Transportation Board.

10. The Trustee has negotiated with the Lessor, Columbiana County Port Authority, and a third-party prospective purchaser of the operating rights of the debtor estate, the Ohio & Pennsylvania Railroad, 47849 Paper Mill Road, Coshoaton, Ohio 43812 for the Ohio & Pennsylvania Railroad to assume operations of the railroad pursuant to an interim operating agreement, a copy of which is attached hereto and incorporated herein by reference.

11. The Trustee believes an emergency exists requiring the immediate approval of the Trustee's interim operating agreement with the Ohio & Pennsylvania Railroad.

12. The Trustee has authority from Charles Tucker, Assistant U.S. Trustee, to state that the United States Trustee has no objection to the approval by the Court of the Trustee's emergency motion for approval of Interim Operating Agreement with the Ohio & Pennsylvania Railroad.

13. The Trustee has authority from James E. Smith, Esq., attorney for the Debtor, to state that the Debtor has no objection to the approval by the Court of the Trustee's motion for approval of the interim operating agreement with the Ohio & Pennsylvania Railroad.

14. Pursuant to the Interim Operating Agreement, the income from operation of the

railroad will go to the Ohio & Pennsylvania Railroad which will assume the operating expenses of operating the line on an interim basis as well as responsibility for any expenses incurred as the result of derailment.

WHEREFORE, RICHARD L. COX, Trustee prays that his emergency motion for approval of an interim operating agreement as described herein and as attached hereto be granted.

Respectfully submitted,
RICHARD L. COX, TRUSTEE
By His Attorney
RICHARD L. COX, P.A.
835 Central Ave, Suite 510
Hot Springs, AR 71901
(501) 623-1759

BY: /s/ Richard L. Cox
RICHARD L. COX, ABN #78032

CERTIFICATE OF SERVICE

I, RICHARD L. COX, state that I have on this 3rd day of December, 2004 forwarded a true and correct copy of the above and foregoing motion to JAMES E. SMITH, 400 W Capitol, Ste. 1700, Little Rock, AR 72201, to TRACY DRAKE, 1250 St. George St., East Liverpool, OH 43920, to KELVIN DOWD, Slover & Loftus Law Firm, 1224 17th Street, NW, Washington, DC 20036, and to the U. S. TRUSTEE, 200 W. Capitol, Ste. 1200, Little Rock, AR 71901 by U.S. Mail, postage prepaid.

/s/ Richard L. Cox
RICHARD L. COX

INTERIM TRACK LEASE AND OPERATING AGREEMENT

THIS INTERIM TRACK LEASE AND OPERATING AGREEMENT (AInterim Agreement®) is made as of the 3rd day of December, 2004 by and among the COLUMBIANA COUNTY PORT AUTHORITY (APORT AUTHORITY®), the OHIO AND PENNSYLVANIA RAILROAD (AO&P®), an Ohio corporation, and Richard L. Cox, Trustee of the CENTRAL COLUMBIANA and PENNSYLVANIA RAILWAY, INC. ("CCPR®).

RECITALS

WHEREAS, PORT AUTHORITY is the owner of a certain line of railroad (ALine®) as described in Exhibit A to that certain Track Lease and Operating Agreement dated as of April 6, 2000, as amended, by and between the PORT AUTHORITY and CCPR (hereinafter the ALease®); and

WHEREAS, CCPR currently provides rail transportation services over the Line pursuant to the Lease; and

WHEREAS, on June 14, 2004, CCPR filed a voluntary petition for relief under Chapter 11 of the United States Code; and

WHEREAS, Richard L. Cox was duly appointed and now acts as Trustee of CCPR in bankruptcy (ATrustee®), such appointment being effective July 15, 2004; and

WHEREAS, the Trustee intends to enter into an agreement with O&P to sell and assign to O&P all of CCPR's rights in and under the Lease, which sale and assignment is subject

to approval by the U.S. Bankruptcy Court, Eastern District of Arkansas, Little Rock Division (ACourt®); and

WHEREAS, pending such Court approval, the PORT AUTHORITY, O&P and CCPR desire to enter into an agreement to permit O&P to commence freight rail operations on the Line on an interim basis and allow CCPR to cease rail operations concurrently;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which hereby is acknowledged, the parties, intending to be legally bound, hereby agree as follows:

SECTION ONE

LEASE AND OPERATING RIGHTS

1.1_ As of the effective date referenced in Section Two, and subject to the terms of this Interim Agreement, PORT AUTHORITY agrees to CCPR subletting and demising to O&P all track, structures and other facilities that comprise the Line as defined in the Lease, and grants to O&P full and complete possession, use and control thereof.

1.2 For the Term of this Interim Agreement, O&P's possession, use and control of the Line shall be exclusive; provided however, that for a period of twenty (20) days from the effective date hereof, and at its sole risk, liability and expense, CCPR shall have the right to operate on the Line as necessary to remove equipment and other CCPR personalty from the Line. CCPR's use of the Line for this purpose shall be without charge, and shall not interfere with O&P's operations.

SECTION TWO

TERM

This Interim Agreement shall take effect as of the date first hereinabove written, and shall remain in effect until superseded by a Court-approved agreement between the Trustee and O&P for the sale and permanent assignment of CCPR's rights under the Lease to O&P; provided, however, that if such agreement is not entered into and approved by the Court by December 31, 2004, then subject to any necessary regulatory approvals or exemptions, O&P shall have the right at its sole option to terminate this Interim Agreement and cease rail operations over the Line upon thirty (30) days prior notice to PORT AUTHORITY.

SECTION THREE

REGULATORY APPROVAL

3.1 Promptly upon execution of this Interim Agreement and at its sole expense, O&P shall file for and use its best efforts to secure such regulatory approvals or exemptions (including specifically approval or exemption by the federal Surface Transportation Board pursuant to 49 U.S.C. ' ' 10902 and 10502) as are necessary to enable O&P to conduct rail freight operations over the Line.

3.2 PORT AUTHORITY shall cooperate fully with O&P as necessary to support O&P's procurement of any necessary regulatory approvals or exemptions.

SECTION FOUR

OPERATING TERMS AND CONDITIONS

4.1 Except as provided in Section 4.2 below and otherwise in this Interim Agreement, O&P's operations over the Line during the Term hereof shall be governed by and conducted in accordance with the Terms of the Lease, which are hereby incorporated herein by reference.

4.2 With respect to O&P's operations over the Line pursuant to this Interim Agreement and the terms of the Lease, O&P, CCPR and the PORT AUTHORITY agree as follows:

(1) The First Amendment to the Lease, dated as of November 20, 2003, shall have no application or effect hereunder. O&P's rental obligations shall be solely those set forth in Section Three of the Lease as in effect prior to the First Amendment.

(b) Sections 6.01 and 6.02 of the Lease shall have no application or effect hereunder. In lieu thereof, during the Term of this Interim Agreement and at its sole cost and expense, O&P agrees to maintain the Line at least in the condition that exists as of the effective date hereof, normal wear and tear excepted. The parties acknowledge that as of such date, most track on the Line does not meet FRA Class I standards, and instead is classified as Aexcepted track under prevailing FRA regulations.

DEC-03-2004 12:55 PM BILL STRAWN OHCR

7406234529

P.02

12/03/2004 18:52 5016243387

RICHARD L COX PA

DEC-03-2004 11:02 AM COL. CTY. PORT. AUTHORITY

330 427 1621

PAGE 02

12-03-04 18:52 OH PORT AUTHORITY

RECEIVED FROM: 5016243387

P.01

12/03/2004 18:52 5016243387

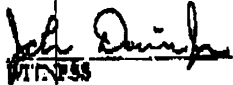
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to

to be executed by their duly authorized representatives as of the date first hereinabove
written.

COLUMBIANA COUNTY
PORT AUTHORITY

By: 

Title: CEO


WITNESS

OHIO & PENNSYLVANIA
RAILROAD

By: 

Title: President

WILLIAM A. STRAWN II


WITNESS

Richard L. Cox, Trustee

CENTRAL COLUMBIANA RAIL

PENNSYLVANIA RAILROAD, INC.,

In The Matter of U.S.B.C. E-11, Annexes-

Case No. 4:04-bk 16887M, Chapter 11

12-03-04 18:52

RECEIVED FROM: 5016243387

P.01

Law Offices

VUONO & GRAY, LLC

John A. Vuono
William A. Gray
Mark T. Vuono*
Dennis J. Kusturiss
Christine M. Dolfi
Louise R. Schrage
Susan C. Indrisano+
*Also Admitted in Florida
+Also Admitted in Maryland

2310 Grant Building

Pittsburgh, PA 15219-2383

Richard R. Wilson
of Counsel

Telephone
412-471-1800

Facsimile
412-471-4477

October 28, 2004

In Re: Central Columbiana and Pennsylvania Railway, Inc.; Case No. 4:04-BK-16887
and
STB Docket No. AB-556 (Sub No. 2X), Railroad Ventures, Inc. – Abandonment
Exemption – Between Youngstown, OH, and Darlington, PA in Mahoning and
Columbiana Counties, OH and Beaver County, PA

Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Mr. David Konschnik, Office of Proceedings
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Mr. Richard Cox, Trustee
U.S. Bankruptcy Court
835 Central Avenue, Ste 510
Hot Springs, AK 71901

Mr. Jerry J. Jacobson, Chairman & CEO
Ohio Central Railroad System
47849 Papermill Road
Coshocton, OH 43812


Mr. Tracy Drake, CEO
Columbiana County Port Authority
1250 St. George Street
East Liverpool, OH 43920

Central Columbiana and Pennsylvania Railway, Inc.
4416 S. Arkansas Avenue
Russleville, AK 72802

Dear Gentlemen:

In recent weeks Railroad Ventures, Inc. ("RVI") has been informed that the Columbiana County Port Authority is actively soliciting proposals from various parties to purchase its Youngstown-Darlington rail line and/or terminate or transfer to a third party its lease and operating agreement with Central Columbiana and Pennsylvania Railroad. (See Exhibit A)

The purpose of this letter is to put all parties on notice that pursuant to the provisions of 49 U.S.C. §10904(f)(4)(A):


EXHIBIT B

no purchaser of a line or portion of line sold under this section may transfer or discontinue service on such line prior to the end of the second year after consummation of the sale, nor may such purchaser transfer such line, except to the rail carrier from whom it was purchased, prior to the end of the fifth year after consummation of the sale. (Emphasis added)

The OFA transfer of the Youngstown to Darlington rail line from RVI to Columbiana County Port Authority occurred on January 24, 2001. However, RVI's Petition to Reopen the OFA proceeding to address improper valuation testimony submitted by Columbiana County Port Authority and issues regarding the improper diversion of escrow funds by the Columbiana County Port Authority and the Centrail Columbiana and Pennsylvania Railway are still pending before the Surface Transportation Board in STB Docket No. AB-556 (Sub No. 2X). Resolution of these matters may affect the consummation date of the OFA proceeding. Moreover, any option to purchase or other arrangement designed to evade Section 10904 would be void and illegal. United States v. Baltimore & O.R.R., 33 U.S. 169, 177-78 (1948) (Parties may not enter into agreements that abrogate rights and responsibilities under the statutory provisions of the Interstate Commerce Act). Such a transaction may also adversely affect the rights of parties and creditors in Columbiana and Pennsylvania Railway, Inc. bankruptcy proceeding.

Accordingly, any transfer of the Youngstown to Darlington rail line must address the rights and interests of all parties in the subject rail line.

Very truly yours,

VUONO & GRAY, LLC


Richard R. Streeter, Esq.
Attorney for

RRW/bab

xc: Keith O'Brien, Esq.
Richard R. Streeter, Esq.
James E. Smith, Esq.
Railroad Ventures, Inc.

U.S. Postal Service	
CERTIFIED MAIL RECEIPT	
(Domestic Mail Only: No Insurance Coverage Provided)	
OFFICIAL USE	
Postage	\$.37
Certified Fee	2.30
Return Receipt Fee (Endorsement Required)	1.75
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$4.42
Sent To Mr. Richard C. Trustee	
Street, Apt. No., P.O. Box, or PO Box No. 825 Central Ave. Ste 570	
City, State, ZIP+4 Hobbs Springs AK 99501	
PS Form 3800, January 2001 See Reverse for Instructions	

Business digest

REGION

Deadline nears for home workers

LIMA — Unionized work-
men Village nursing
threatening to walk off
at 7:30 a.m. Friday if they
don't have a contract settle-
ment by Mary Health Part-
ners owns the center.

10 practical nurses, nurs-
ants, housekeeping, laun-
dery workers rep-
resented by Service Employees In-
ternational Union, District 1199, have
signed without a contract
three-year pact expired

Jackson, an SEIU
leader, said the key issues are
health insurance and a pro-
gram for the way employees
used for unused sick days
ays off.

Harris, vice president of
care HMHP, said he is
hoping both sides will con-
sider toward a fair con-

Programs

TOWN — The Small
development Center at
the State University is of-
fering programs to help busi-

nesses, titled Business
Startups, will be offered
from 10 a.m. to noon Monday; from
10 a.m. to 8:30 p.m. Nov. 15; and
from 10 a.m. to noon Dec. 6.
Programs will be at the
Small Business Incubator,
1 Plaza West. For reser-
vations call (330) 746-3350.

by Indicator staff reports

STOCKS

Local interest

	BID	ASKED
1	21.36	21.42
2	2.92	3.05
3	32.21	32.24
4	22.50	23.00
5	55.59	55.63
6	8.27	8.29
7	9.50	NA
8	36.60	36.70
9	41.80	41.80
10	41.77	41.80
11	25.53	25.56
12	24.24	24.28
13	19.49	19.49
14	19.69	19.80
15	20.72	20.75
16	33.42	33.44
17	37.46	37.48
18	33.00	33.01
19	48.99	48.94
20	25.24	25.26

Ohio Central Railway remains on track to purchase Valley line

Port authority chief says the
suitor is a good match.

By NANCY TULLIS
INDICATOR SALEM BUREAU

EAST LIVERPOOL — Columbiana
County Port Authority officials are
awaiting a final decision from Ohio
Central Railway on its purchase of the
Central Columbiana & Pennsylvania
Railroad Co.

The Coshocton-based railway is
well-suited to take over the Central
Columbiana & Pennsylvania Railroad
Co., Tracy Drake, port authority execu-
tive director, said Tuesday.

"Ohio Central owns railroads all over
the state and has the resources to han-
dle the Central Columbiana," Drake
said. "It can be profitable with the right
TLC (tender loving care)."

Drake said Ohio Central is one of seven
railroads that expressed serious in-
terest in the Central Columbiana after
Arkansas Shortline Co., the Russellville,
Ark., company that runs the line, filed
a bankruptcy declaration in June in
federal court in Arkansas.

Imperiled money

The bankruptcy imperils nearly a
half-million dollars of port authority
money.

The Central Columbiana is a single-
line railroad that stretches through
Columbiana and Mahoning counties.
The 37-mile-long railroad has strug-
gled financially despite its being used
by about 10 businesses that are served
by nearly 5,000 rail cars annually.

The Central Columbiana, a sub-
sidiary of Arkansas Shortline Co., op-
erates the railroad for the port au-
thority as part of a 20-year lease that
requires the rail company to pay the
port authority \$9,000 monthly and to
help keep the line operational.

The Central Columbiana missed
lease payments and borrowed
\$450,000 from the port authority to
subsidize the line's operation, Drake
said. He said the port authority also
provided cash to get the railroad line

AT A GLANCE

Ohio Central Railroad

Based in Coshocton, the Ohio Central
Railroad System is a network of 10 rail-
roads that operates nearly 500 miles of
rail through east central and northeast-
ern Ohio and the Pittsburgh area, with
full-time freight service and steam-pow-
ered passenger excursions.

Northern lines: Mahoning Valley Railway
Company (MVRY); Ohio and Pennsylvania
Railroad Corporation (OHPA); Warren and
Trumbull Railroad Company (WTRM);
Youngstown and Austintown Railroad Inc.
(YARR); The Youngstown Belt Railroad Com-
pany (YBRR)

Southern Lines: The Columbus and Ohio
River Railroad Company (CUOH); Ohio Cen-
tral Railroad Inc. (OHCR); Ohio Southern
Railroad, Inc. (OSRR)

Pittsburgh Lines: The Pittsburgh and Ohio
Central Railroad (POHC); Alleghenya and Ohio
River Railroad (AOR)

Source: Ohio Central Railway, www.ohiocentral.com

operating again after two derailments
this past spring.

Restoration

He said the line, which was former-
ly the Youngstown & Southern Rail-
road, restarted about three years ago
after being mothballed for years.

The railroad had deteriorated and
needed a lot of work to become op-
erational again. The port authority se-
cured hundreds of thousands of dol-
lars in grants to restore the line, but
the Central Columbiana was expect-
ed to put up money, too, Drake said.

He said money spent subsidizing
the railroad is money that could have
financed other port authority projects,
but the authority thought it was im-
perative to keep the line operating
and to keep it safe.

tullis@vindy.com

KB Toys announces more store closings

STAFF/WIRE REPORT

PITTSFIELD, Mass. — KB Toys Inc.,
the toy store chain that sought Chap-
ter 11 bankruptcy protection in Jan-
uary, said it intends to close at least
148 stores, including one in South-
ern Park Mall in Boardman.

The company has compiled a list
of stores that are almost certain to

ready closed 427 stores over the past
eight months and cut 3,400 jobs.

"These store closings represent a
significant element of KB Toys plan
of reorganization and will not hin-
der our holiday operations," Michael
L. Glazer, president and CEO, said in
a statement. "We remain confident
that KB Toys will emerge from this

Al
Heal
oper
St. E
nost
with
p.m.
Th
begi
genc
diag
ficial
been

Post-It Fax Note	7671	Date	10/28	Page	1
To	Atty. W. 15-1	From	David J. Hunkeler		
Out/In		Co			
Phone #		Phone #			
Fax #	514 1944-6978	Fax #			

typ
du
on
gy,
thr
an
1
any
me
on
tra
in
eq

What
E

Be the first
Youngstown and Warren wel-
log buildings. Parents paid
attend these schools, and al-
burn during the winter term. I
either pegged into the wal-
wooden legs.

In 1849, the Ohio legislature e-
School System (tax-supporte-
towns of more than 200 resic-
Warren organized 6 prima-
schools plus a high school. I
earned \$4 a week; the other te

William Rayen left money to
Youngstown that would ad-
wanted to attend. In 1866, f-
black brick mason and cont-
build the Rayen School, then
free public high schools in
Berry's 3 younger children v-
the Rayen School.

How well would you learn in a
Are teachers well-paid today?
about the
history of your school? Vis-
Museum or www.mahoning
more about education in the A
the last two hundred years.



EXHIBIT A

LAW OFFICES
REA. CROSS & AUCHINCLOSS

SUITE 570
1707 L STREET, N.W.
WASHINGTON, D. C. 20036
(202) 785-3700
FACSIMILE: (202) 659-4934

THOMAS M. AUCHINCLOSS, JR.
LEO C. FRANEY
KEITH G. O'BRIEN
BRYCE REA, JR.
BRIAN L. TROIANO

DONALD E. CROSS (1923-1986)

November 1, 2004

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Mr. David Konschnik
Office of Proceedings
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Mr. Richard Cox, Trustee
U.S. Bankruptcy Court
835 Central Avenue
Suite 510
Hot Springs, AR 71901

Mr. Jerry J. Jacobson
Chairman & CEO
Ohio Central Railroad System
47849 Papermill Road
Coshocton, OH 43812

Mr. Tracy Drake
Executive Director
Columbiana County Port Authority
1250 St. George Street
East Liverpool, OH 43920

Central Columbiana & Pennsylvania
Railway, Inc.
4416 S. Arkansas Avenue
Russeleville, AR 72802

Re: Central Columbiana and Pennsylvania Railway, Inc. Case
No. 4:04-BK-16887
and
STB Docket No. AB-556 (Sub-No. 2X), Railroad Ventures, Inc. –
Abandonment Exemption – Between Youngstown, OH and
Darlington, PA in Mahoning and Columbiana Counties, OH and
Beaver County, PA.

Dear Gentlemen:

This letter is in response to a communication from Attorney Richard Wilson concerning speculations of his client Railroad Ventures Inc. (RVI) as to the intentions of the Columbiana County Port Authority (CCPA) concerning the Youngstown – Darlington rail line it acquired pursuant to Offer of Financial Assistance Procedures.

EXHIBIT C

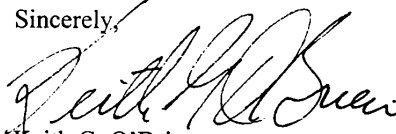
Vernon A. Williams
David Konschnik
Richard Cox
Jerry J. Jacobson
Tracy Drake
Central Columbiana & Pennsylvania Railway, Inc.
November 1, 2004
Page Two

As counsel for CCPA I want to assure the Surface Transportation Board (STB) and all other interested parties that CCPA remains well aware of the obligations and responsibilities it undertook when it saved the line from abandonment by RVI in accordance with OFA procedures. Contrary to RVI's speculations CCPA has no intention of disposing of its interest in the line contrary to the provisions of 49 U.S.C. 10904 (f) (4) (A).

CCPA's immediate concern is focused on the need to alleviate the service disruption that has resulted from the bankruptcy of the current lease operator. Any replacement of that operator will be accomplished with the concurrence of the Bankruptcy Trustee and wholly in accordance with STB procedures.

CCPA earnestly hopes that the STB will soon decide related issues that are currently pending before the agency as such decisions should facilitate steps necessary to ensure early resumption of fully responsive service in the interest of all concerned.

Sincerely,



Keith G. O'Brien
Counsel for Columbiana County
Port Authority

Cc: Richard R. Streeter, Esq.
Railroad Ventures, Inc.

RICHARD R. WILSON, P.C.

Attorney at Law

A Professional Corporation

127 Lexington Avenue, Suite 100

Altoona, PA 16601

(814) 944-5302

888-454-3817 (Toll Free)

(814) 944-6978 FAX

rrwilson@atlanticbbn.net

851 Twelfth Street

Oakmont, PA 15139

Of Counsel to:

Vuono & Gray LLC

2310 Grant Building

Pittsburgh, PA 15219

(412) 471-1800

(412) 471-4477 FAX

FAX TRANSMISSION

Date: November 4, 2004

From: Richard R. Wilson, Esq.

To: William Strawn

Fax: 740-623-4529

To: Dave Handel

Fax: 330-758-5572

To:

Fax:

To:

Fax:

To:

Fax:

To:

Fax:

Comments:

WE ARE SENDING ⁰⁵pages (including this cover page). If you do not receive all pages satisfactorily, please call (814) 944-5302 and ask for Beth.

This message may constitute privileged attorney-client communication or attorney work product, and unauthorized use or disclosure is prohibited. If you are not the intended recipient of this message, please advise us by calling collect at (814) 944-5302 and forward the document to us by mail at the above address.

TRANSMISSION VERIFICATION REPORT

TIME : 11/04/2004 16:42
NAME : RICHARDRWILS
FAX : 18149446978
TEL : 18149445302

DATE, TIME	11/04 16:40
FAX NO./NAME	17406234529
DURATION	00:01:13
PAGE(S)	05
RESULT	OK
MODE	STANDARD
	ECM

RICHARD R. WILSON, P.C.

Attorney at Law

A Professional Corporation

127 Lexington Avenue, Suite 100

Altoona, PA 16601

(814) 944-5302
888-454-3817 (Toll Free)
(814) 944-6978 FAX
rrwilson@atlanticbnn.net

851 Twelfth Street
Oakmont, PA 15139

Of Counsel to:

Vuono & Gray LLC
2310 Grant Building
Pittsburgh, PA 15219
(412) 471-1800
(412) 471-4477 FAX

FAX TRANSMISSION

Date: November 4, 2004

From: Richard R. Wilson, Esq.

To: William Strawn
Fax: 740-623-4529

To: Dave Handel
Fax: 330-758-5572

To:
Fax:

To:
Fax:

To:
Fax:

To:
Fax:

Comments:

TRANSMISSION VERIFICATION REPORT

TIME : 11/04/2004 16:50
NAME : RICHARDRWILS
FAX : 18149446978
TEL : 18149445302

DATE, TIME
FAX NO./NAME
DURATION
PAGE(S)
RESULT
MODE

11/04 16:48
13307585572
00:01:37
05
OK
STANDARD
ECM

RICHARD R. WILSON, P.C.

Attorney at Law

A Professional Corporation
127 Lexington Avenue, Suite 100
Altoona, PA 16601

(814) 944-5302
888-454-3817 (Toll Free)
(814) 944-6978 FAX
rrwilson@atlanticbbn.net

851 Twelfth Street
Oakmont, PA 15139

Of Counsel to:
Vuono & Gray LLC
2310 Grant Building
Pittsburgh, PA 15219
(412) 471-1800
(412) 471-4477 FAX

FAX TRANSMISSION

Date: November 4, 2004

From: Richard R. Wilson, Esq.

To: William Strawn
Fax: 740-623-4529

To: Dave Handel
Fax: 330-758-5572

To:
Fax:

To:
Fax:

To:
Fax:

To:
Fax:

Comments:

Law Offices

VUONO & GRAY, LLC

2310 Grant Building

Pittsburgh, PA 15219-2383

John A. Vuono
William A. Gray
Mark T. Vuono*
Dennis J. Kusturiss
Christine M. Dolfi
Louise R. Schrage
Susan C. Indrisano+
*Also Admitted in Florida
+Also Admitted in Maryland

Richard R. Wilson
of Counsel

Telephone
412-471-1800

Facsimile
412-471-4477

November 4, 2004

In Re: Central Columbiana and Pennsylvania Railway, Inc; Case No. 4:04-BK-16887
and
STB Docket No. AB-556 (Sub No. 2X), Railroad Ventures, Inc. – Abandonment
Exemption – Between Youngstown, OH, and Darlington, PA in Mahoning and
Columbiana Counties, OH and Beaver County, PA

Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Mr. David Konschnik, Office of Proceedings
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Mr. Richard Cox, Trustee
U.S. Bankruptcy Court
835 Central Avenue, Ste 510
Hot Springs, AK 71901

Mr. Jerry J. Jacobson, Chairman & CEO
Ohio Central Railroad System
47849 Papermill Road
Coshocton, OH 43812

Mr. Tracy Drake, CEO
Columbiana County Port Authority
1250 St. George Street
East Liverpool, OH 43920

Central Columbiana and Pennsylvania Railway, Inc.
4416 S. Arkansas Avenue
Russleville, AK 72802

Dear Gentlemen:

We are receipt of Attorney O'Brien's letter of November 1, 2004 responding to the concerns expressed on behalf of our client Railroad Ventures, Inc. in our letter of October 28, 2004.

We are pleased to receive assurances that CCPA has no intention of disposing of its interests in this rail line contrary to the provisions of 49 U.S.C. §10904(f)(4)(a). In that connection, RVI notes that the replacement of the current operator with a new operator under 49 U.S.C. §§10901 or 11323 may constitute a transfer of the line for purposes of 49 U.S.C. §10904(f)(4)(A) and the provisions of the Bankruptcy Code, 11 U.S.C. §101(54).

EXHIBIT D

Vernon Williams
David Konschnik
Richard Cox
Jerry Jacobson
Tracy Drake
Central Columbian & Pennsylvania Railway, Inc.
November 4, 2004
Page 2

RVI also shares CCPA's hopes that the STB will soon decide the issues that are currently pending before the agency regarding the original OFA proceeding.

Very truly yours,

VUONO & GRAY, LLC

A handwritten signature in dark ink, appearing to read "Richard R. Wilson", with a long horizontal flourish extending to the right.

Richard R. Wilson, Esq.
Attorney for Railroad Ventures, Inc.

RRW/bab

xc: Keith O'Brien, Esq.
Richard R. Streeter, Esq.
Railroad Ventures, Inc.

CERTIFICATE OF SERVICE

I, Richard R. Wilson, Esq., attorney for Railroad Ventures, Inc., hereby certifies that on the 21st day of December, 2004, he did serve a true and correct copy of the foregoing Reply of Railroad Ventures, Inc. to the Emergency Motion for Approval of Interim Operating Agreement upon the following counsel of record, by first class mail, postage prepaid, at their offices as set forth below:

Mr. Richard Cox, Trustee
U.S. Bankruptcy Court
835 Central Avenue, Ste. 510
Hot Springs, AR 71901

Mr. Tracy Drake, CEO
Columbiana County Port Authority
1250 St. George Street
East Liverpool, OH 43920

Kevin Dowd, Esq.
Slover & Lovtis
1224 17th Street, NW
Washington, DC 20036

U.S. Trustee
200 W. Capitol, Ste. 1200
Little Rock, AR 71901


Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

David Konschnik, Office of Proceedings
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Mr. Jerry Jacobson, Chairman & CEO
Ohio Central Railroad System
47849 Papermill Road
Coshocton, OH 43812

Central Columbiana & Pennsylvania Railway
4416 S. Arkansas Avenue
Russleville, AR 72802

Mr. James E. Smith, Esq.
400 W. Capitol, Ste. 1700
Little Rock, AR 72201


Richard R. Wilson, Esq.
Attorney for Railroad Ventures, Inc.